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Counsel to the Debtors and
Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - x
:
In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)
et al., :
:
Debtors. : Jointly Administered
- - - - - x

**ORDER PURSUANT TO BANKRUPTCY CODE SECTIONS 105(a) AND
365(a) AND BANKRUPTCY RULE 6006 AUTHORIZING REJECTION OF
CERTAIN EXECUTORY CONTRACTS**

Upon the motion (the "Motion")¹ of the Debtors
for entry of an order, under Bankruptcy Code sections
105(a) and 365(a) and Bankruptcy Rule 6006, authorizing

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

the Debtors to reject certain executory contracts, including any amendments or modifications thereto, as set forth on the attached Exhibit A (collectively, the "Contracts"), and any guaranties thereof; and the Court having reviewed the Motion; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED that:

1. The Motion is GRANTED; provided, however, Patrick S. Longwood, Victor Engesser, Leigh Anne Moore, Robyn Davis, David Steinbach, and Savitri Cohen (collectively, the "Parties") shall have until **December 29, 2008 at 4:00 p.m.** to file a response to the Motion, and the hearing on any response filed by any Party shall be held on **January 16, 2009 at 10:00 a.m.** before the Honorable Kevin R. Huennekens in the United States

Bankruptcy Court for the Eastern District of Virginia,
Courtroom 5100, 701 E. Broad Street, Richmond, Virginia
23219.

2. The Contracts set forth on Exhibit A and any guaranties thereof are hereby rejected. Nothing in this paragraph 2 shall preclude a counterparty from seeking rejection damages against a guarantor of a rejected guaranty, in addition to such counterparty's right to seek rejection damages under the Bankruptcy Code.

3. Each counterparty to a Contract or any guaranty thereof shall have until the later of (i) thirty (30) days of date this Order is entered on the docket and (ii) January 30, 2008, to file a proof of claim on account any and all claims (as defined in the Bankruptcy Code) arising from or related to rejection of its Contract or guaranty.

4. The requirement under Local Bankruptcy Rule 9013-1(G) to file a memorandum of law in connection with the Motion is hereby waived.

5. The Court retains jurisdiction to hear and determine all matters arising from or related to the

implementation or interpretation of this Order.

Dated: Richmond, Virginia
December __, 2008

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

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/s/ Douglas M. Foley
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Counsel to the Debtors and Debtors in Possession

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley

EXHIBIT A

(List of Executory Contracts)

EXHIBIT A
Executory Contracts

Contract Counterparty	Contract	Contract Date
Dennis M. Biggs 6125 Amershire Way Glen Allen, VA 23059	Enforcement of Employment Agreement Letter and Employment Agreement	11/7/08
David L. Charles 1800 Blue Forest Dr. Prosper, TX 75028	Enforcement of Employment Agreement Letter and Employment Agreement	11/5/08
Stephanie R. Chenault 2305 Cox Rd. Henrico, VA 23233	Termination of Employment Separation Agreement and General Release Letter	10/1/08
George D. Clark, Jr. 2008 Monument Ave Richmond, VA 23220	Enforcement of Employment Agreement Letter and Employment Agreement	1/16/08
Kevin T. Clark 11 Clifford E Harbourt Hamilton Square, NJ 08690	Enforcement of Employment Agreement Letter and Employment Agreement	7/1/08
Michael W. Cobbs, Jr. 4036 Shinault Cove Olive Branch, MS 38654	Enforcement of Employment Agreement Letter and Employment Agreement	11/6/08
George T. Crowell, III 4916 Grove Ave Richmond, VA 23226	Enforcement of Employment Agreement Letter and Employment Agreement	2/1/08
Adrian Cushenberry 1229 Wood Iris Lane Lawrenceville, GA 30045	Enforcement of Employment Agreement Letter and Employment Agreement	11/6/08
David J. Czerwonka 12108 Country Hills Way Glen Allen, VA 23059	Enforcement of Employment Agreement Letter and Employment Agreement	11/7/08
James L. Davis 6012 Carrington Green Place Glen Allen, VA 23060	Enforcement of Employment Agreement Letter and Employment Agreement	11/7/07
David J. Domster 7300 Lookout Dr Richmond, VA 23225	Enforcement of Employment Agreement Letter and Employment Agreement	11/7/08
Gary Duncan 2905 Murano Way Glen Allen, VA 23059	Enforcement of Employment Agreement Letter and Employment Agreement	11/7/08
Philip J. Dunn 11465 Barrington Bridge Ct. Richmond, VA 23233	Enforcement of Employment Agreement Letter and Employment Agreement	9/26/08

Contract Counterparty	Contract	Contract Date
Michele D. Edris 12500 Hidden Oaks Ct. Richmond, VA 23233	Severance Agreement and Release, and Employment Agreement	4/14/08
Google, Inc. 1600 Amphitheater Pkwy. Mountain View, CA 94043 Attn: Zoe Goldfarb	You Tube Service Agreement, Circuit City Stores, Inc. - 8/9/2008 Agreement ID: 2425352123	7/29/08
Google, Inc. 1600 Amphitheater Pkwy. Mountain View, CA 94043 Attn: Zoe Goldfarb	Service Agreement, Circuit City Stores, Inc. - Fanalyst Content Network Agreement ID: 3133177681	7/29/08
Andy Grosse 35133 Indian Trail Ingleside, IL 60041	Enforcement of Employment Agreement Letter and Employment Agreement	11/5/08
Jeffrey R. Leopold 11504 Longview Landing Dr. Richmond, VA 23233	Severance Agreement and Release of Claims	6/26/08
James Lubary 3161 Druid Ln. Los Alamitos, CA 90720	Enforcement of Employment Agreement Letter and Employment Agreement	11/5/08
MGM Grand Hotel & Casino 3799 Las Vegas Blvd. South Las Vegas, NV 89109 Attn: Lauren Hall	Hotel room reservations for Jan. 7-10, 2009	3/19/08
James Alan Miller 640 W. Desert Ave Gilbert, AZ 85233	Enforcement of Employment Agreement Letter and Employment Agreement	7/7/08
Douglas T. Moore 401 South Mooreland Rd. Richmond, VA 23229	Enforcement of Employment Agreement Letter and Employment Agreement	2/5/07
Jason Murray 19059 Grovewood Dr. Corona, CA 92881	Enforcement of Employment Agreement Letter and Employment Agreement	7/16/08
National Service Alliance, Inc. c/o Randy Whitehead 6762 South 1300 East Salt Lake City, UT 84121	Amended and Restated Service Agreement	4/15/07
Mark E. Oliver 523 Harolds Dr. Manakin Sabot, VA 23103	Enforcement of Employment Agreement Letter and Employment Agreement	11/7/08

Contract Counterparty	Contract	Contract Date
Mark D. Overgard 3470 Kilburn Circle, Apt. 1012 Richmond, VA 23233	Enforcement of Employment Agreement Letter and Employment Agreement	9/26/08
Michael Palazzolo 3406 Post Mill Place Midlothian, VA 23113	Enforcement of Employment Agreement Letter and Employment Agreement	3/14/08
Steven P. Pappas 4413 Chatwell Rd. Midlothian, VA 23113	Enforcement of Employment Agreement Letter and Employment Agreement	2/22/08
Taylor B. Phillips 211 Maymont Way Manakin Sabot, VA 23103	Termination of Employment Separation Agreement and General Release letter	10/10/08
Philip J. Schoonover 2146 Oyster Harbors Osterville, MA 02655	Enforcement of Employment Agreement Letter and Employment Agreement	9/22/08
James M. Stacia 8651 Riverview Dr. Richmond, VA 23229	Termination of Employment Separation Agreement and General Release letter	9/2/08
Edward T. Stainour 148 Crooked Creek Rd. Gettysburg, PA 17325	Enforcement of Employment Agreement Letter and Employment Agreement	7/9/08
The Jefferson Hotel 101 W. Franklin Street Richmond, VA 23220 Attn: Cathy Schelfstad	Hotel room and conference center reservations for Dec. 15-16, 2008	9/10/08
Robert K. Vipperman 1515 Grove Ave. Richmond, VA 23220	Severance Agreement and Release of Claims, and Employment Agreement	4/7/08
Harry C. Waldo, Jr. 1304 Beacher Lane Norfolk, VA 23509	Enforcement of Employment Agreement Letter and Employment Agreement	4/49/08
Peter Weedfald 400 Ridgewood Ave Glen Ridge, NJ 07028	Enforcement of Employment Agreement Letter and Employment Agreement	2/29/08
James Wimmer 12928 Church Road Richmond, VA 23233	Enforcement of Employment Agreement Letter and Employment Agreement	11/7/08
Doug A. Yost 42 Van Allen Rd Glen Rock, NJ 07452	Enforcement of Employment Agreement Letter and Employment Agreement	11/5/08